



Eastern District of Virginia to Confer,” and the memoranda of law in support of those motions, which the Providence Defendants adopt and incorporate herein, maintaining both this action and the Delaware Action would (i) represent a substantial waste of judicial resources, (ii) risk inconsistent judgments on identical issues, and (iii) unnecessarily increase the defendants’ burden and expense of litigation.

3. It is well-established that federal courts are empowered to abstain from exercising jurisdiction by dismissing or staying an action where there are parallel duplicative state proceedings and a dismissal or stay would promote “[w]ise judicial administration, giving regard to conservation of judicial resources and comprehensive disposition of litigation.” Colo. River Water Conservation Dist. v. United States, 424 U.S. 800, 817 (1976) (quoting Kerotest Mfg. Co. v. C-O-Two Fire Equip. Co., 342 U.S. 180, 183 (1952)).

4. Accordingly, the Providence Defendants respectfully request that the Court confer with Vice Chancellor John W. Noble of the Delaware Court of Chancery to discuss whether there is any basis for maintaining parallel duplicative proceedings, or whether, in the interests of efficiency, judicial economy, and comity, one of these actions should be stayed. In the alternative, if the Court believes that such a conference is unnecessary under the circumstances,

the Providence Defendants respectfully request that the Court stay this action pending resolution of the Delaware Action.

Dated: May 6, 2011

Respectfully submitted

By : /s/ Robert E. Scully, Jr.

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**CERTIFICATE OF SERVICE**

I certify that on this 6<sup>th</sup> day of May, 2011, I electronically filed the foregoing with the Clerk of Court using the Court's CM/ECF system, which will send a notification of such filing (NEF) to the following counsel of record:

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And I hereby certify that I have mailed the document by U.S. mail to the following non-filing users:

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